

Exhibit 1A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
:
In re: : **Chapter 11**
:
DELPHI CORPORATION, et al., : **Case No. 05-44481 (RDD)**
:
Debtors. : **(Jointly Administered)**
:
----- X

NOTICE OF STATUS AS A SUBSTANTIAL EQUITYHOLDER

PLEASE TAKE NOTICE that, as of _____, 200[], [Name] has Tax Ownership¹ of _____ shares of the common stock of Delphi Corporation (the "**Stock**").

PLEASE TAKE FURTHER NOTICE that pursuant to the Final Order, this notice is being (i) filed with the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, and (ii) served upon (A) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (B) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (C) counsel to the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10022-4834, Att'n. Mitchell A. Seider.

¹ Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities dated January [], 2006 (the "**Final Order**").

This notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name]

[Address]

[Telephone]

[Facsimile]

Dated: [city, state]
_____, 200[]

Exhibit 1B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
:
In re: : **Chapter 11**
:
DELPHI CORPORATION, et al., : **Case No. 05-44481 (RDD)**
:
Debtors. : **(Jointly Administered)**
:
:
----- X

**NOTICE OF INTENT TO PURCHASE, ACQUIRE OR
OTHERWISE OBTAIN TAX OWNERSHIP OF STOCK**

PLEASE TAKE NOTICE that [Name] intends to purchase, acquire or otherwise obtain Tax Ownership¹ of _____ shares of the common stock of Delphi Corporation (the "**Proposed Transaction**" and the "**Stock**").

PLEASE TAKE FURTHER NOTICE that, prior to giving effect to the Proposed Transaction, [Name] has Tax Ownership of _____ shares of the Stock.

PLEASE TAKE FURTHER NOTICE that, after giving effect to the Proposed Transaction, [Name] would have Tax Ownership of _____ shares of the Stock.

PLEASE TAKE FURTHER NOTICE that pursuant to the Final Order this notice is being (i) filed with the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, and (ii) served upon (A) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (B) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (C) counsel to the Creditors' Committee, Latham & Watkins LLP,

¹ Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities dated January [], 2006 (the "**Final Order**").

885 Third Avenue, Suite 1000, New York, New York 10022-4834, Att'n Mitchell A. Seider.

[Name] further acknowledges and agrees that (i) if the Debtors object to the Proposed Transaction and seek an order from the Court prohibiting the Proposed Transaction within 15 calendar days of receiving this notice, then the Proposed Transaction may not be consummated unless the Court issues a final and nonappealable order denying the order sought by the Debtors or the Debtors withdraw their objection, (ii) any transaction purportedly consummated in violation of the Final Order will be void ab initio and will result in the imposition of sanctions as provided in the Final Order, and (iii) any further transactions contemplated by [Name] that may result in [Name] purchasing, acquiring or otherwise obtaining Tax Ownership of additional Stock will each require an additional notice be filed with the Court and served in the same manner as this notice.

This notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name]

[Address]

[Telephone]

[Facsimile]

Dated: [city, state]
_____, 200[]

Exhibit 1C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
:
In re: : **Chapter 11**
:
DELPHI CORPORATION, et al., : **Case No. 05-44481 (RDD)**
:
Debtors. : **(Jointly Administered)**
:
----- X

**NOTICE OF INTENT TO SELL, EXCHANGE OR
OTHERWISE DISPOSE OF TAX OWNERSHIP OF STOCK**

PLEASE TAKE NOTICE that [Name] intends to sell, exchange or otherwise dispose of Tax Ownership¹ of _____ shares of the common stock of Delphi Corporation (the "**Proposed Transaction**" and the "**Stock**").

PLEASE TAKE FURTHER NOTICE that, before giving effect to the Proposed Transaction, [Name] has Tax Ownership of _____ shares of the Stock.

PLEASE TAKE FURTHER NOTICE that, after giving effect to the Proposed Transaction, [Name] would have Tax Ownership of _____ shares of the Stock.

PLEASE TAKE FURTHER NOTICE that pursuant to the Final Order this notice is being (i) filed with the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, and (ii) served upon (A) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (B) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (C) counsel to the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10022-4834, Att'n Mitchell A. Seider.

¹ Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities dated January [], 2006 (the "**Final Order**").

[Name] further acknowledges and agrees that (i) if the Debtors object to the Proposed Transaction and seek an order from the Court prohibiting the Proposed Transaction within 15 calendar days of receiving this notice, then the Proposed Transaction may not be consummated unless the Court issues a final and nonappealable order denying the order sought by the Debtors or the Debtors withdraw their objection, (ii) any transaction purportedly consummated in violation of the Final Order will be void ab initio and will result in the imposition of sanctions as provided in the Final Order, and (iii) any further transactions contemplated by [Name] that may result in [Name] selling, exchanging or otherwise disposing of Tax Ownership of additional Stock will each require an additional notice be filed with the Court to be served in the same manner as this notice.

This notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name]

[Address]

[Telephone]

[Facsimile]

Dated: [city, state]

_____, 200[]

Exhibit 2A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- x
:
In re: : **Chapter 11**
:
DELPHI CORPORATION, et al., : **Case No. 05-44481 (RDD)**
:
Debtors. : **(Jointly Administered)**
:
----- x

NOTICE OF CONSENT

PLEASE TAKE NOTICE that [Name] (i) has read the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities (the "**Final Order**"),¹ (ii) consulted with counsel as [Name] deems appropriate, (iii) understands the Participation Restriction, (iv) acknowledges that [Name] may be required to sell Covered Claims or to refrain from purchasing Covered Claims pursuant to the procedures set out in paragraph 7 of the Final Order, and (v) agrees to fully and timely comply with the procedures set out in paragraph 7 of the Final Order, including sending a Notice of Completed Sell Down, and (vi) accepts that failure to comply with the obligations and procedures set out in paragraph 7 of the Final Order could subject [Name] to the Equity Forfeiture Provisions.

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Final Order, this notice is being served upon (i) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (iii) counsel to the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10022-4834, Att'n Mitchell A. Seider.

¹ Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order.

PLEASE TAKE FURTHER NOTICE THAT, this Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name]

[Address]

[Telephone]

[Facsimile]

Dated: [city, state]

_____, 200[]

Exhibit 2B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
:
In re : **Chapter 11**
:
DELPHI CORPORATION, et al., : **Case No. 05-44481 (RDD)**
:
Debtors. : **(Jointly Administered)**
:
----- X

SUBSTANTIAL CLAIMHOLDER NOTICE

PLEASE TAKE NOTICE that [Name] has Tax Ownership¹ of an aggregate amount of Covered Claims that equals or exceeds the Threshold Amount, measured, where appropriate, by principal and accrued interest as of the Petition Date. As of _____ 200[], [Name] has Tax Ownership of the following Covered Claims:

<u>Debtor</u>	<u>Description of Covered Claim</u>	<u>Amount of Covered Claim</u>	<u>Directly Owned ?</u>

PLEASE TAKE FURTHER NOTICE that pursuant to the Final Order, this notice is being served upon (i) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (iii) counsel to the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10022-4834, Att'n Mitchell A. Seider.

¹ Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities dated January [], 2006 (the "**Final Order**").

This notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name]

[Address]

[Telephone]

[Facsimile]

Dated: [city, state]
_____, 200[]

Exhibit 2C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
:
In re: : **Chapter 11**
:
DELPHI CORPORATION, et al., : **Case No. 05-44481 (RDD)**
:
Debtors. : **(Jointly Administered)**
:
----- X

NOTICE OF COMPLETED SELL DOWN

PLEASE TAKE NOTICE that [Name] has transferred Tax Ownership¹ of Covered Claims as required by the final Sell Down Notice applicable to it (the "**Sell Down**").

PLEASE TAKE FURTHER NOTICE that, after giving effect to the Sell Down, [Name] has Tax Ownership of Covered Claims, as set forth below:

<u>Debtor</u>	<u>Description of Covered Claim</u>	<u>Amount of Covered Claim</u>	<u>Directly Owned ?</u>

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, this notice is being served upon (i) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (iii) counsel to the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10022-4834, Att'n Mitchell A. Seider.

¹ Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities dated January [], 2006 (the "**Final Order**").

PLEASE TAKE FURTHER NOTICE that [Name] acknowledges and agrees that, pursuant to the Final Order, (i) any further transactions contemplated by [Name] that result in [Name's] purchasing, acquiring or otherwise obtaining Tax Ownership of additional Covered Claims may be prohibited, and (ii) failure to comply with the obligations and procedures set out in paragraph 7 of the Final Order could subject [Name] to the Equity Forfeiture Provisions.

This notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name]

[Address]

[Telephone]

[Facsimile]

Dated: [city, state]

_____, 200[]

Exhibit 2D

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
:
In re : **Chapter 11**
:
DELPHI CORPORATION, et al., : **Case No. 05-44481 (RDD)**
:
Debtors. : **(Jointly Administered)**
:
----- X

PROPOSED COVERED CLAIM TRANSACTION NOTICE

PLEASE TAKE NOTICE that [Name] intends to purchase, acquire or otherwise obtain Tax Ownership¹ of \$_____ of Covered Claims (the "**Proposed Transaction**"), as set forth below:

<u>Debtor</u>	<u>Description of Covered Claim</u>	<u>Amount of Covered Claim</u>	<u>Directly Acquired?</u>

PLEASE TAKE FURTHER NOTICE that, before giving effect to the Proposed Transaction, [Name] has Tax Ownership of \$ _____ of Covered Claims, as set forth below:

<u>Debtor</u>	<u>Description of Covered Claim</u>	<u>Amount of Covered Claim</u>	<u>Directly Acquired?</u>

¹ Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification and Hearing Procedures For Trading in Claims and Equity Securities dated January [], 2006 (the "**Final Order**").

PLEASE TAKE FURTHER NOTICE that, after giving effect to the Proposed Transaction, [Name] would have Tax Ownership of \$ _____ of Covered Claims.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, this notice is being served upon (i) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer, (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese, and (iii) counsel to the Creditors' Committee, Latham & Watkins LLP, 885 Third Avenue, Suite 1000 New York, New York 10022-4834, Att'n Mitchell A. Seider.

[Name] further acknowledges and agrees that (i) if the Debtors do not provide written approval of the Proposed Transaction, the Proposed Transaction may not be consummated unless approved by a final and nonappealable order of the Court, and (ii) that any unapproved acquisition of Covered Claims may result in [Name's] being subject to the Equity Forfeiture Provisions, and (iii) any further transactions contemplated by [Name] that may result in [Name] purchasing, acquiring or otherwise obtaining Tax Ownership of additional Covered Claims may require an additional notice with the Court to be served in the same manner as this notice.

This notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

[Name]

[Address]

[Telephone]

[Facsimile]

Dated: [city, state]
_____, 200[]

Exhibit 3

PUBLICATION NOTICE

COURT ENTERS FINAL ORDER RESTRICTING TRADING IN EQUITY AND DEBT OF DELPHI CORPORATION AND AFFILIATES.

The United States Bankruptcy Court for the Southern District of New York has entered a final order that imposes substantial restrictions on trading in equity interests in and debt claims against Delphi Corporation and affiliates. A copy of the order maybe found at the following internet address: www.delphidocket.com; questions regarding the order may be directed to representatives of the Debtors at the following telephone number:

_____.
The case number for the bankruptcy action is 05-44481 (RDD).